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# ANNUAL AUDITED REPORT FORM X-17A-5 PART III

DEC 3 0 2089C FILE NUMBER 8-35955

Washington, DC

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 170f the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING	11/1/08	AND ENDING	10/31/09
	MM/DD/YY		MM/DD/YY
A. REGIS	STRANT IDENTIFIC	ATION	
NAME OF BROKER-DEALER: SLOAN S	SECURITIES CORP.		OFFICIAL USE ONLY
ADDRESS OF PRINCIPAL PLACE OF BUSIN	ESS: (Do not use P.O. Bo	ox No.)	FIRM I.D. NO.
Two Executive Driv	7e		
	(No. and Street)		· · · · · · · · · · · · · · · · · · ·
Fort Lee	NJ	. 070	24-3308
(City)	(State)	(Zi	p Code)
NAME AND TELEPHONE NUMBER OF PER Thomas Herity, CCC	SON TO CONTACT IN R		ORT (201) 592-9900
		(4	Area Code – Telephone Number
B. ACCO	UNTANT IDENTIFIC	CATION	
INDEPENDENT PUBLIC ACCOUNTANT who ACQUAVELLA, CHIARELLI, SHUSTER, BERI		this Report*	
(N	ame – if individual, state last, fit	rst, middle name)	
517 ROUTE 1 SOUTH	ISELIN	NJ	08830
(Address)	(City)	(State)	(Zip Code)
CHECK ONE:			
☐ Certified Public Accountant			
Public Accountant			•
Accountant not resident in United	States or any of its posses	ssions.	
F	OR OFFICIAL USE OF	ILY	

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

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# OATH OR AFFIRMATION

Ι,	Thomas Herity, CCO			Siving (or office) that to the	c
my	y knowledge and belief the accompanying	o financial statemen	at and aum	, swear (or affirm) that, to the best of oporting schedules pertaining to the firm of	10
	Sloan Securities Corp	-	n and supp	oporting schedules pertaining to the firm of	
of	October		0	,	as
			<u>, are</u>	e true and correct. I further swear (or affirm) that	at
ala	rener the company hor any partner, prop	rictor, principal off	cer or dire	rector has any proprietary interest in any account	
Cla	assified solely as that of a customer, exce	ept as follows:			
	AMELIA S. MAY				
	NOTARY PUBLIC, STATE OF NEW JERSEY			To I H	
	My Commission Expires August 12, 2013			Signature	
				Signature	
				$C_{\mathcal{O}}$	
	$\frac{1}{2}$			Title	
	amelia S. M.	CIA			
	Notary Public	U			
Th	is report ** contains (sheets all and)				
$\mathbf{x}$	is report ** contains (check all applicab  (a) Facing Page.	le boxes):			
$\overline{X}$	<ul><li>(b) Statement of Financial Condition.</li></ul>				
$\overline{\mathbf{x}}$	(c) Statement of Income (Loss).				
X	(d) Statement of Changes in Financial	C 11			
$\overline{\mathbb{X}}$	(e) Statement of Changes in Start 1	Condition.			
$\nabla$	(e) Statement of Changes in Stockhold	iers Equity or Parti	iers' or Sol	ole Proprietors' Capital.	
$\overline{\mathbb{Z}}$	<ul><li>(f) Statement of Changes in Liabilitie</li><li>(g) Computation of Net Capital.</li></ul>	s Subordinated to C	laims of Cr	Creditors.	
	(h) Computation for Determination of	n .			
	(h) Computation for Determination of	Reserve Requireme	nts Pursuai	ant to Rule 15c3-3.	
$\overline{\Box}$	(i) Information Relating to the Posses	sion or Control Rec	uirements	s Under Rule 15c3-3.	
_	Computation for Determined	riate explanation of	the Compu	outation of Net Capital Under Rule 15c3-1 and the	
_	consolidation.	ted and unaudited S	tatements o	of Financial Condition with respect to methods of	of
K				•	-
	(l) An Oath or Affirmation.	_			
	(m) A copy of the SIPC Supplemental	Report.			
	(ii) A report describing any material ina	dequacies found to	xist or four	und to have existed since the date of the previous au	ıdit
***					
· 1	For conditions of confidential treatment	of certain portions	of this filing	ing, see section 240.17a-5(e)(3).	

SEC Mail Processing Section

DEC 3 0 2009

Washington, DC 121

#### SLOAN SECURITIES CORP.

# FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES PURSUANT TO RULE 17A-5 OF THE SECURITIES AND EXCHANGE COMMISSION

**OCTOBER 31, 2009** 

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# Acquavella, Chiarelli, Shuster, Berkower & Co., LLP

Certified Public Accountants and Advisors

517 Route One Iselin, NJ 08830 732.855.9600 Fax:732.855.9559 www.acsbco.com

11 Broadway Suite 766 New York, NY 10004 212.867.1319

#### **INDEPENDENT AUDITORS' REPORT**

To the Board of Directors and Stockholder of **Sloan Securities Corp.** 

We have audited the accompanying statement of financial condition of **Sloan Securities Corp.** (the "Company) as of October 31, 2009, and the related statements of operations, changes in stockholder's equity, changes in subordinated borrowings, and cash flows for the year then ended, that you are filing pursuant to rule 17a-5 under the Securities and Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of **Sloan Securities Corp.** as of October 31, 2009, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplementary information is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

acquavella. Chrarelli, Dhuster, Berkower + Co., JJP

Iselin, New Jersey December 21, 2009

## STATEMENT OF FINANCIAL CONDITION

	October 31, 200
ASSETS	
Cash and cash equivalents	\$ 691,30
Deposit with clearing agent	250,00
Restricted cash	29,53
Due from clearing agent	675,97
nvestment securities:	
Marketable securities, at fair value	14,46
Not readily marketable, at fair value	
Commissions receivable	72,01
Prepaid income taxes	7,24
Income tax refund receivable	32,82
Prepaid expenses and other assets	25,61
Total current assets	1,798,97
Office equipment and furniture, less accumulated depreciation of \$145,661	65,20
Deferred tax asset	109,00
Total Assets	\$ 1,973,18
LIABILITIES AND STOCKHOLDER'S EQUITY	
Liabilities	
	\$ 77 <i>1</i> 83
Accounts payable	\$ 774,83
Accounts payable Accrued expenses	368,59
Accounts payable	368,59 23,87
Accounts payable Accrued expenses Payroll taxes payable Income taxes payable	368,59 23,87 5,27
Accounts payable Accrued expenses Payroll taxes payable	368,59 23,87
Accounts payable Accrued expenses Payroll taxes payable Income taxes payable	368,59 23,87 5,27
Accounts payable Accrued expenses Payroll taxes payable Income taxes payable  Total current liabilities	368,59 23,87 5,27 1,172,57
Accounts payable Accrued expenses Payroll taxes payable Income taxes payable  Total current liabilities  Loans subordinated to the claims of general creditors  Total liabilities	368,59 23,87 5,27 1,172,57 500,00
Accounts payable Accrued expenses Payroll taxes payable Income taxes payable  Total current liabilities  Loans subordinated to the claims of general creditors  Total liabilities  Stockholder's equity	368,59 23,87 5,27 1,172,57 500,00
Accounts payable Accrued expenses Payroll taxes payable Income taxes payable Total current liabilities  Loans subordinated to the claims of general creditors  Total liabilities  Stockholder's equity Common stock, no par value; 2,500 shares authorized,	368,59 23,87 5,27 1,172,57 500,00 1,672,57
Accounts payable Accrued expenses Payroll taxes payable Income taxes payable  Total current liabilities  Loans subordinated to the claims of general creditors  Total liabilities  Stockholder's equity Common stock, no par value; 2,500 shares authorized, 200 shares issued and outstanding	368,59 23,87 5,27 1,172,57 500,00 1,672,57
Accounts payable Accrued expenses Payroll taxes payable Income taxes payable Total current liabilities  Loans subordinated to the claims of general creditors Total liabilities  Stockholder's equity Common stock, no par value; 2,500 shares authorized, 200 shares issued and outstanding Paid-in-capital	368,59 23,87 5,27 1,172,57 500,00 1,672,57
Accounts payable Accrued expenses Payroll taxes payable Income taxes payable  Total current liabilities  Loans subordinated to the claims of general creditors  Total liabilities  Stockholder's equity Common stock, no par value; 2,500 shares authorized, 200 shares issued and outstanding	368,59 23,87 5,27 1,172,57 500,00 1,672,57
Accounts payable Accrued expenses Payroll taxes payable Income taxes payable Total current liabilities  Loans subordinated to the claims of general creditors Total liabilities  Stockholder's equity Common stock, no par value; 2,500 shares authorized, 200 shares issued and outstanding Paid-in-capital	368,59 23,87 5,27 1,172,57 500,00 1,672,57

See accompanying notes to financial statements.

# **STATEMENT OF OPERATIONS**

	Year Ended C	october 31, 200
Revenues		
Hovenaes		
Commissions		\$ 11,728,807
Advisory fees		86,376
Investment banking fees		60,000
Interest		6,41
Net loss on marketable investment se	ecurities	(11,172
Total revenues		11,870,420
		· · · · · · · · · · · · · · · · · · ·
Expenses		
Payroll and commissions		5,951,18
Customer research		2,794,53
Clearing charges		1,707,77
Internet and trading systems		371,38
Payroll taxes and benefits		263,34
Rent		263,33
Professional fees		188,08
Office		106,78
Regulatory fees		99,11
Travel and entertainment		92,57
Automobile expenses		38,19
Telephone		37,67
Website design and maintenance		36,92
Depreciation Interest		34,77
Other expenses		32,33
Dues and subscriptions		19,06
Legal settlements		11,18
Liability insurance		10,00
Elability in Sarance		8,04
Total expenses		12,066,32
ι σται σχροπούο		12,000,32
Loss before income taxes		(195,89
Income tax benefit		45,67
Net loss		\$ (150,21

# STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY

# Year Ended October 31, 2009

	Commo	n Stock	Paid-in	Retained	
	Shares	Amount	Capital	Earnings	Total
Balance, October 31, 2008	200	\$18,000	\$ 99,599	\$ 258,230	\$ 375,829
Net loss				(150,217)	(150,217)
Additional capital contributions		<del> </del>	75,000		75,000
Balance, October 31, 2009	200	\$18,000	\$ 174,599	\$ 108,013	\$ 300,612

# STATEMENT OF CHANGES IN SUBORDINATED BORROWINGS

#### Year Ended October 31, 2009

Subordinated borrowings, October 31, 2008

\$ 350,000

Increases

150,000

Subordinated borrowings, October 31, 2009

\$ 500,000

# **STATEMENT OF CASH FLOWS**

	Year Ended October 31, 2009
Cash flows from operating activities	
Net loss	\$ (150,217)
Adjustments to reconcile net loss to net cash	\$ (150,217)
used in operating activities:	
Depreciation	0.4.775
Deferred tax benefit	34,775
Decreases (increases) in assets	(30,000)
Decreases (increases) in assets	
Deposit with clearing agent Restricted cash	(148,076)
	(206)
Due from clearing agent	(154,820)
Investment securities, marketable	11,852
Investment securities, not readily available	104
Commissions receivable	(8,279)
Employee advances	10,256
Prepaid income taxes	6,260
Income tax refunds receivable	109,329
Prepaid expenses and other assets	141,957
Increases (decreases) in liabilities	
Accounts payable	111,769
Accrued expenses	(22,306)
Agent deposit	(25,000)
Payroll taxes payable	15,065
Income taxes payable	5,271
The state of the s	5,271
Net cash used in operating activities	(92,266)
	(0E,E00)
Cash flows used in investing activities	
Purchase of office equipment	(7.146)
	(7,146)
Cash flows from financing activities	
Additional capital contributions	75.000
Proceeds from subordinated borrowings	75,000
r rocceds from subordinated porrowings	150,000
Not each provided by financing activities	
Net cash provided by financing activities	225,000
Met have a selection of the selection of	
Net increase in cash and cash equivalents	125,588
Cash and cash equivalents - beginning	565,716
Cash and cash equivalents - ending	<u>\$ 691,304</u>
Supplemental disclosures of cash flow information	
Cash paid during the year for:	
Interest	\$ 32,334
Income taxes	
modific taxes	\$ 8,007

**NOTES TO FINANCIAL STATEMENTS** 

# 1. Nature of Operations and Summary of Significant Accounting Policies

#### Nature of Operations

The Company is a Registered Broker Dealer with the Securities and Exchange Commission (SEC), a member of the Financial Industry Regulatory Authority (FINRA) and a member of the Municipal Securities Rulemaking Board (MSRB). The Company is a brokerage firm that sells securities and provides banking and investment services to corporations and individuals located in the United States and various European and Asian countries. The Company operates under the exemptive provisions of SEC Commission Rule 15c3-3(k)(2)(i). The Company does not maintain possession or control of any customer funds or securities and is exempt from requirements of SEC Rule 15c3-3.

#### Basis of Accounting

The Company employs the accrual method of accounting for both financial and income tax reporting purposes.

#### Translation of Foreign Currency

Assets and liabilities denominated in foreign currencies are translated into United States dollar amounts at the period end exchange rates. Purchases and sales of investments and income and expenses that are denominated in foreign currencies are translated into United States dollar amounts on the transaction date. Adjustments arising from foreign currency transactions are reflected in the statement of operations.

#### Estimates and Uncertainties

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results, as determined at a later date, could differ from those estimates.

#### Deposit with Clearing Agent

The Company, per the terms of its clearing agreement, is required to maintain a restricted security deposit with its clearing broker. Such deposit amounts are refundable to the Company upon termination of the agreement.

## Due from Clearing Agent and Commissions Receivable

The Company clears all security transactions through its clearing agent. Amounts earned are reconciled monthly and paid in the subsequent month. As a result, the Company considers the amounts due from its clearing agent to be fully collectible, and accordingly, no allowance has been established as of October 31, 2009.

Commissions receivable are amounts due to the Company from various mutual fund and insurance companies earned through October 31, 2009. Amounts are considered fully collectible, and accordingly, no allowance has been established as of October 31, 2009.

#### Restricted Cash

The Company is required to maintain restricted cash or cash equivalents as collateral for a standby letter of credit (see note 10)

#### NOTES TO FINANCIAL STATEMENTS

# 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

#### Marketable Investment Securities

Marketable investment securities are reported at fair value with the resulting realized difference between cost and fair value included in income or loss on the statement of operations. Fair value fluctuations of securities maintained by the company are adjusted monthly with the resulting unrealized appreciation or depreciation included in income or loss on the statement of operations.

#### Income Taxes

In accordance with United States generally accepted accounting principles the Company employs an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually for differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable plus or minus the change during the period in deferred tax assets and liabilities.

The Company has deferred the application of new accounting guidance for evaluating and accounting for uncertain tax positions which is applicable for annual financial statements for fiscal years beginning after December 15, 2008 for nonpublic entities.

#### Advertising Costs

Advertising costs are expensed as incurred. Advertising expense amounted to \$6,999 for the year ended October 31, 2009.

#### Securities Transactions

Proprietary securities transactions in regular-way trades are recorded on the trade date, as if they had settled. Profit and loss arising from all securities and commodities transactions entered into for the account and risk of the Company are recorded on a trade date basis. Customers' securities and commodities transactions are reported on a settlement date basis with related commission income and expenses reported on a trade date basis.

Amounts receivable and payable for securities transactions that have not reached their contractual settlement date are recorded net on the statement of financial condition.

Marketable securities are valued at quoted market prices when available and securities not readily marketable are valued at fair value as determined by management.

#### Investment Banking

Investment banking revenues include gains, losses, and fees, net of syndicate expenses, arising from securities offerings in which the Company acts as an underwriter or agent. Investment banking revenues also include fees earned from providing merger-and-acquisition and financial restructuring advisory services. Investment banking management fees are recorded on offering date, sales concessions on settlement date, and underwriting fees at the time the underwriting is completed and the income is reasonably determinable.

**NOTES TO FINANCIAL STATEMENTS** 

# 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

#### Commissions

Commissions and related clearing expenses are recorded on a trade date basis as securities transactions occur.

#### Depreciation

The cost of office equipment and furniture is depreciated for financial reporting purposes on a straight-line basis over the estimated useful lives of the assets: 3 to 5 years for computer equipment. Repairs and maintenance expenditures which do not extend the useful lives of the related assets are expensed as incurred.

#### Fair Value of Investment Securities

In accordance with United States generally accepted accounting principles, the Company classifies its investments securities based on valuation methods using three levels. Level 1 values are based on quoted prices in active markets for identical investments. Level 2 values are based on significant observable market inputs, such as quoted prices for similar investments and quoted prices in inactive markets. Level 3 values are based on significant unobservable inputs that reflect the Company's determination of assumptions that market participants might reasonably use in valuing the investments. The valuation levels are not necessarily an indication of risk or liquidity associated with the underlying investments.

#### Limitations

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial statements. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

#### 2. Concentrations of Business and Credit Risk

At times throughout the year cash and cash equivalents in certain bank accounts may have exceeded Federal Depository Insurance Corporation insured limits.

The Company is subject to credit risk arising from its transactions with its counterparties for securities purchases and sales. Credit risk is the amount of accounting loss that the Company would incur if the counterparty fails to perform its obligations under the contractual terms. The Company's security transactions are cleared by one registered broker-dealer pursuant to a clearing broker agreement. The Company is subject to credit risk to the extent its clearing broker-dealer with whom it conducts business is unable to fulfill contractual obligations on its behalf.

The Company has declined to obtain Errors and Omissions insurance coverage which could expose the Company or its representatives to claims without insurance protection.

#### **NOTES TO FINANCIAL STATEMENTS**

#### 3. Investment Securities

Readily Marketable

Marketable securities owned consists of trading and investment securities valued at last quoted market prices, as follows:

	Readily Marketable Securities	Fair Value Hierarchy	
Corporate stocks	\$ 14,465	Level 1	
Total	\$ 14,465		

Not Readily Marketable

Securities not readily marketable include investment securities (a) for which there is no market on a securities exchange or no independent publicly quoted market, (b) that cannot be publicly offered or sold unless registration has been effected under the Securities Act of 1933, or (c) that cannot be offered or sold because of other arrangements, restrictions, or conditions applicable to the securities or to the Company.

Not Readily Marketable (Continued)

At October 31, 2009, these securities carried at estimated fair values consist of the following:

				Fair Value
Description of Holding	<u>s</u>	Cost	Fair Value	Hierarchy
Restricted securities		\$14,355	\$8	Level 2

#### 4. Office Equipment and Furniture

Office equipment and furniture \$ 210,870 Less: accumulated depreciation (145,661) \$ 65,209

Depreciation expense was \$34,775 for the year ended October 31, 2009.

#### **NOTES TO FINANCIAL STATEMENTS**

#### 5. Loans Subordinated to the Claims of General Creditors

The following subordinated loans had been issued subject to Subordinated Loan Agreements pursuant to the rules and regulations of FINRA.

	Amount
The loan payable is subordinated to the claims of general cred Interest only is payable monthly at a rate of 6.5% per annum. The is due April 30, 2011, and no principal payments were made or note during the year ended October 31, 2009.	e loan
Loan subordinated to the claims of general creditors from the stockholder of the Company. Interest is payable monthly a rate of per annum. The loan is due October 27, 2011, and no pring payments were made on this note during the year ended October 2009.	of 8% ncipal
Effective October 15, 2009, the sole stockholder entered into a subordinated loan agreement. Interest is payable monthly at a re7% per annum. The loan is due October 15, 2012.	a new ate of 50,000
Effective October 30, 2009, the sole stockholder entered into a subordinated loan agreement. Interest is payable monthly at a r. 7% per annum. The loan is due October 30, 2012.	a new ate of
	Total \$500,000

As of October 31, 2009, there was no interest payable on these outstanding loans. Interest expense aggregated \$25,762 for the year ended October 31, 2009.

The Agreements may be withdrawn by the lender at the stated maturity date, or retirement can be accelerated by the Company. The subordinated loans can be retired only if, after giving effect to such retirements, the Company meets net capital requirements governing withdrawal of subordinated debt.

#### 6. Net Capital Requirements

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule 15c3-1, which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. At October 31, 2008, the Company has net capital of \$506,869, which was \$406,869 in excess of its required net capital. The Company's net capital ratio was 2.37 to 1. The Company's minimum net capital requirement is \$100,000.

#### 7. Related Party Transactions

During the year ended October 31, 2009, the Company entered into two new subordinated loan agreements with its sole stockholder totaling \$150,000. (see note 4)

Rent and occupancy costs paid to an entity related to the sole stockholder totaled \$75,342 for the year ended October 31, 2009. (see note 8)

Interest expense paid to the sole stockholder totaled \$12,762 for the year ended October 31, 2009.

#### **NOTES TO FINANCIAL STATEMENTS**

#### 8. Operating Leases

The Company leases an automobile under a non-cancelable operating lease requiring future minimum monthly payments of \$1,972 through May, 2010. Auto lease expense amounted to \$22,319 for the year ended October 31, 2009.

The Company under an informal agreement subleases office space in New Jersey from an entity related to the sole stockholder. The Company leases office space in New York on a month-to-month basis. In addition, the Company maintains New York office space under a lease through April 2011, at a current rate of \$10,525 per month, with increases of 2% cumulatively annually.

Future minimum lease payments are as follows:

Year ending October 31, 2010	\$ 10,736
October 31, 2011	11,169
	\$ 21,905

Rent and occupancy costs totaled \$263,339 for the year ended October 31, 2009.

#### 9. 401K Plan

The Company maintains a 401k employee retirement plan for all eligible full time employees. No employer match contributions have been included in the plan provisions.

#### 10. Income Taxes

The income tax benefit (expense) is comprised of the following:

Current tax benefit (expense) Deferred tax benefit	Federal	State	Total
	\$31,445	\$(15,767)	\$15,678
	10,000	20,000	30,000
Total	\$41,445	\$4,233	\$45,678

During the year ended October 31, 2009, the Company incurred a net operating loss of approximately \$130,000 for federal and state tax reporting purposes. The tax effect of the net operating loss resulted in a current tax benefit of approximately \$32,000 for federal purposes and a deferred tax benefit of \$10,000 for federal purposes and \$20,000 for state purposes. Such deferred tax asset has been classified as non-current on the balance sheet as the recovery of the asset may not occur in the current period.

For federal income tax reporting purposes, the Company elected to carry back the net operating loss three years to yield a federal tax refund receivable of approximately \$32,000. Remaining net operating losses and deductible temporary differences of approximately \$122,000 and \$590,000 for federal and state tax purposes, respectively, are available to offset future taxable income.

No valuation allowance was established for deferred tax assets at October 31, 2009 since the Company's management believes that it is more likely than not the Company will realize the benefit of the net operating losses and deductible temporary differences based on the level of historical and projected future taxable income.

**NOTES TO FINANCIAL STATEMENTS** 

#### 11. Restricted Cash and Lease Guarantee

The Company is required to maintain a standby letter of credit in the amount of \$28,200 through May 2010 to guarantee payment of its leased office space. The Company has pledged a bank savings account as collateral. As of October 31, 2009, no amounts were drawn on the letter of credit.

#### 12. Commitments and Contingencies

In October 2009, the Company completed its fourth of a six-year contract with its fully disclosed clearing agent. The contract requires minimum monthly charges, collateral deposit and net capital requirements. In the event of termination of this contract prior to its scheduled completion date, the Company would be liable to the clearing agent for its average monthly charge for the remaining months of the contract.

The Company is also a party to various other legal actions and arbitration matters, including examinations of regulatory authorities arising in the normal course of business. The Company is vigorously defending its positions and believes that the disposition of these actions or matters will not have a material adverse effect on the financial position or results of operations of the Company.

#### 13. Subsequent Events

These financial statements were approved by management and available for issuance on December 21, 2009. Subsequent events have been evaluated through this date.

SCHEDULE 1 - COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1

	October 31, 2009
COMPUTATION OF BASIC NET CAPITAL REQUIREMENT:	
NET CAPITAL	
Total stockholder's equity	\$ 300,612
Add: Subordinated borrowings allowance in computation of net capital	500,000
Total capital and allowable subordinated borrowings	800,612
Deductions:	
Non-allowable assets:	
Deferred tax asset	
	109,000
Commissions receivable	51,663
Fixed assets, net	65,209
Income tax refund receivable	32,820
Prepaid expenses and other assets	25,618
Prepaid income taxes	7,240
Securities not readily marketable	8
Total non-allowable assets	291,558
Net capital before haircuts on securities positions	
Haircut on marketable securities:	
Trading and investment securities Undue concentrations	2,185
	-
Total haircut on marketable securities	2,185
NET CAPITAL	\$ 506,869
	<u> </u>
Aggregate Indebtedness from Statement of Financial Condition	1,172,575
Unrecorded Contingent Liabilities:	
Letter of credit to landlord	28,200
ACCRECATE INDERTERNICOS	
AGGREGATE INDEBTEDNESS	\$ 1,200,775
COMPUTATION OF BASIC NET CAPITAL REQUIREMENTS:	
Minimum net capital required (greater of 6 2/3% of aggregate indeptedness)	\$ 80,052
Minimum dollar net capital requirement	¢ 100.000
The supplies to the supplies t	\$ 100,000
Excess net capital	\$ 406,869
Patio of aggregate indebtedness to not control	
Ratio of aggregate indebtedness to net capital	2.37 to 1

There were no material differences between the computation of net capital presented and the Company's amended Focus Filing Part IIA of Form X-17A-5 as of October 31, 2009. No reconciliation has been included.



# Acquavella, Chiarelli, Shuster, Berkower & Co., LLP

Certified Public Accountants and Advisors

517 Route One Iselin, NJ 08830 732.855.9600 Fax:732.855.9559 www.acsbco.com 11 Broadway Suite 766 New York, NY 10004 212.867.1319

# ACCOUNTANTS' SUPPLEMENTARY REPORT ON INTERNAL ACCOUNTING CONTROL

To the Board of Directors and Stockholder of **Sloan Securities Corp.** 

In planning and performing our audit of the financial statements and supplemental schedules of **Sloan Securities Corp.** (the "Company") for the year ended October 31, 2009, in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by rule 17a-5 (g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding securities. This study included tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. The Company introduces and forwards as a broker all transactions and accounts of customers to clearing brokers who carry such accounts on a fully disclosed basis; the Company handles no funds or securities of such customers. The Company effects transactions in securities for its own account through the clearing broker. Due to the nature of its business, the Company is exempt from rule 15c3-3 and various other SEC Rules and Regulations. Accordingly, we did not review the practices and procedures followed by the Company in any of the following:

- 1. Making the quarterly securities examinations, counts, verifications, and comparisons and recordation of differences required by rule 17a-13.
- 2. Complying with the requirements of prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

At October 31, 2009, the Company was in compliance with the conditions of its exemption from rule 15c3-3 and no facts came to our attention during our audit that indicated that such conditions had not been complied with during the year under review.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to above. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control and the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

## **ACCOUNTANTS' SUPPLEMENTARY REPORT** ON INTERNAL ACCOUNTING CONTROL (Continued)

A control deficiency exists exits when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures, as described in the second paragraph of this report, were adequate at October 31, 2009, to meet the SEC's objectives.

This report is intended solely for the information and use of the stockholders, Board of Directors, management, the Securities and Exchange Commission, the Financial Industry Regulatory Authority and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

quavella. Charelli, Shuoter, Berkower + Co., 13P

Iselin, New Jersey December 21, 2009



# Acquavella, Chiarelli, Shuster, Berkower & Co., LLP

Certified Public Accountants and Advisors

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# INDEPENDENT ACCOUNTANTS' REPORT ON AGREED UPON PROCEDURES RELATED TO AN ENTITY'S SIPC ASSESSMENT RECONCILIATION

To the Board of Directors and Stockholder of **Sloan Securities Corp.** 

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Schedule of Assessments and Payments Transitional Assessment Reconciliation (Form SIPC-7T) to the Securities Investor Protection Corporation (SIPC) for the fiscal period beginning April 1, 2009 and ending October 31, 2009, which were agreed to by **Sloan Securities Corp**. (the Company) and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., SIPC and other state regulatory authorities, solely to assist you and the other specified parties in evaluating Sloan Securities Corp.'s compliance with the applicable instructions of the Form SIPC-7T. Management is responsible for the Company's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures we performed and our findings are as follows:

- (i) Compared the listed assessment payments in Form SIPC-7T with respective cash disbursements record entries which included check register and copies of checks, noting no differences;
- (ii) Compared the amounts reported per books and records for the fiscal period beginning April 1, 2009 and ending October 31, 2009, as applicable with the amounts reported in Form SIPC-7T for the fiscal period beginning April 1, 2009 and ending October 31,2009, noting no differences;
- (iii) Compared any adjustments reported in Form SIPC-7T with supporting schedules and working papers, noting no differences; and
- (iv) Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7T and in the related schedules and working papers supporting the adjustments, noting no differences.

We were not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.

Iselin, New Jersey December 21, 2009

acquarella, Chiarelli, Shuoter, Berkower + Co., 33P

From April 1, 2009 to October 31, 2009

# SCHEDULE OF SECURITIES INVESTOR PROTECTION CORPORATION ASSESSMENTS AND PAYMENTS

13,205.00

\$14,949.63

# PAYMENTS ASSESSMENT PER REPORT SIPC-6 general assessment for the first half of the fiscal year \$ 1,744.63 \$ -

ending April 30, 2009

\$

14,949.63

14,949.63

# (28-REV 10/09)

# 805 15th St. N.W. Suite 800, Washington, D.C. 20005-2215 202-371-8300 Transitional Assessment Reconciliation

(Read carefully the instructions in your Working Copy before completing this Form)

(28-REV 10/09)

#### TO BE FILED BY ALL SIPC MEMBERS WITH FISCAL YEAR ENDINGS

1. Na purpo	me of Member, address, Designated Examining Authority ses of the audit requirement of SEC Rule 17a-5:	y, 1934 Act registration no. and month in which fiscal year ends for
·		Note: If any of the information shown on the mailing label requires correction, please e-mail any corrections to
	SLOAN SECURITES CORP	form@sipc.org and so indicate on the form filed.
	TWO EXECUTIVE DRIVE	Name and talankana number of name to the
	FORT LEE, NJ 07024-3308	Name and telephone number of person to contact respecting this form.
		ARTHUR J. Lawrent, CPA
		1:10 Pmm
	General Assessment [item 2e from page 2 (not less the	
В.	Less payment made with SIPC-6 filed (exclude interes	( <u>1,745</u>
· C	Date Paid Less prior year overpayment applied	ad NAP
		( 00000 -0
D.	and or (everymont)	
Ε.		
F.	Total assessment balance and interest due (or overpa	yment carried forward) \$
G	PAID WITH THIS FORM: Check enclosed, payable to SIPC Total (must be same as F above)	\$ 13, <b>203</b>
Н	Overpayment carried forward	\$( - 0
3. Su	ibsidiaries (S) and predecessors (P) included in this form	m (give name and 1934 Act registration number):
pers that	SIPC member submitting this form and the on by whom it is executed represent thereby all information contained herein is true, correct complete.	Slaw Securities Confi (Name of Corporation, Partnership or other organization)
_		(Authorized Signature)
Date	d the, 20	(Title)
This for a	form and the assessment payment is due 60 days af a period of not less than 6 years, the latest 2 years in	ter the end of the fiscal year. Retain the Working Conv of this form
SIPC REVIEWER	Dates:	ewed
3	Calculations Docu	mentation Forward Copy
S S	Exceptions:	
SIP	Disposition of exceptions:	

# DETERMINATION OF "SIPC NET OPERATING REVENUES" AND GENERAL ASSESSMENT

Amounts for the fiscal period

20

마음 등 경기는 생각이 되었다. 그는 사람들은 아이는 사람들은 사람들은 사람들은 사람들이 되었다. 사람들은 사람들은 사람들은 사람들은 사람들은 사람들은 사람들은 사람들은	beginning April 1, 2009 and ending /0/3/, 2009 Eliminate cents
ltem No. 2a. Total revenue (FOCUS Line 12/Part IIA Line 9; Code 4030)	8066328
2b. Additions: (1) Total revenues from the securities business of subsidiaries (except foreign subsidiaries) and predecessors not included above	-0
(2) Net loss from principal transactions in securities in trading accounts.	
(3) Net loss from principal transactions in commodities in trading accounts.	
(4) Interest and dividend expense deducted in determining item 2a.	6
(5) Net loss from management of or participation in the underwriting or distribution of securities.	50,000
(6) Expenses other than advertising, printing, registration fees and legal fees deducted in determining net profit from management of or participation in underwriting or distribution of securities.	
(7) Net loss from securities in investment accounts	831
Total additions	8.117.159
2c. Deductions:  (1) Revenues from the distribution of shares of a registered open end investment company or unit investment trust, from the sale of variable annuities, from the business of insurance, from investment advisory services rendered to registered investment companies or insurance company separate accounts, and from transactions in security futures products.	722,412
(2) Revenues from commodity transactions.	
(3) Commissions, floor brokerage and clearance paid to other SIPC members in connection with securities transactions.	1395523
(4) Reimbursements for postage in connection with proxy solicitation.	
(5) Net gain from securities in investment accounts	
(6) 100% of commissions and markups earned from transactions in (i) certificates of deposit and (ii) Treasury bills, bankers acceptances or commercial paper that mature nine months or less from issuance date.	
(7) Direct expenses of printing advertising and legal fees incurred in connection with other revenue related to the securities business (revenue defined by Section 16(9)(L) of the Act).	-0-
(8) Other revenue not related either directly or indirectly to the securities business. (See Instruction C):	
(9) (i) Total interest and dividend expense (FOCUS Line 22/PART IIA Line 13, Code 4075 plus line 2b(4) above) but not in excess of total interest and dividend income.  (ii) 40% of interest earned on customers securities accounts (40% of FOCUS line 5, Code 3960).	
Enter the greater of line (i) or (ii)	19519
Total deductions	2137493
2d. SIPC Net Operating Revenues	s_5,979666
2e. General Assessment @ .0025	s
	(to page 1 but not less than \$150 minimum)